

ALSTON & BIRD LLP
John W. Spears
90 Park Avenue
New York, NY 10016
T: 212-210-9400
F: 212-210-9444

Counsel to Recall Secure Destruction Services, Inc.

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re)	
)	Chapter 11
)	
RESIDENTIAL CAPITAL, LLC <i>et al.</i> ,)	Case No. 12-12020 (MG)
)	
Debtors.)	Jointly Administered
)	

**LIMITED OBJECTION OF RECALL SECURE DESTRUCTION SERVICES,
INC. TO DEBTORS' MOTION SEEKING, AMONG OTHER RELIEF,
APPROVAL FOR THE ASSUMPTION AND ASSIGNMENT OF CERTAIN
EXECUTORY CONTRACTS AND UNEXPIRED LEASES**

Recall Secure Destruction Services, Inc. ("Recall"), by its undersigned counsel, submits this limited objection (the "Limited Objection") to the *Debtors' Motion Pursuant to 11 U.S.C. §§ 105, 363(b), (f), and (m), 365 and 1123, and Fed. R. Bankr. P. 2002, 6004, 6006, and 9014 For Orders: (A)(I) Authorizing and Approving Sale Procedures, Including Break-Up Fee and Expense Reimbursement; (II) Scheduling Bid Deadline and Sale Hearing; (III) Approving Form and Manner of Notice Thereof; and (IV) Granting Related Relief and (B)(I) Authorizing the Sale of Certain Assets Free and Clear of Liens, Claims, Encumbrances, and Other Interests; (II) Authorizing and Approving Asset Purchase Agreements Thereto; (III) Approving the Assumption and Assignment of Certain Executory Contracts and Unexpired Leases Related Thereto; and (IV) Granting Related Relief* (the "Assumption Motion") (Docket No. 61). In support of the Limited Objection, Recall represents as follows:

FACTUAL BACKGROUND

1. On May 14, 2012 (the “Petition Date”), the above-captioned Debtors filed voluntary petitions for relief under chapter 11 of title 11 of the United States Code.

2. Specifically, GMAC Mortgage LLC filed case number 12-12032-mg, which was administratively consolidated with above-styled lead case number 12-12020-mg on May 14, 2012. (Docket No. 59.)

3. Prior to the Petition Date, on February 25, 2009, GMAC Mortgage LLC and Recall entered into that certain Recall Secure Destruction Services Agreement (the “Agreement”). The Agreement is attached hereto as Exhibit A. Under the Agreement, Recall provided document destruction services to GMAC Mortgage LLC.

4. As of the Petition Date, GMAC Mortgage LLC owes Recall \$29,520.80 (the “Required Cure”) for services Recall provided GMAC Mortgage LLC under the Agreement. Attached hereto as Exhibit B are invoices supporting the same.

5. On May 14, 2012, the above-captioned Debtors filed the Assumption Motion. On July 26, 2012, Debtors filed the *Notice of (I) Debtors’ Intent to Assume and Assign Certain Executory Contracts, Unexpired Leases of Personal Property, and Unexpired Leases of Nonresidential Real Property and (II) Cure Amounts Related Thereto* (the “Cure Notice”) (Docket No. 924).

6. The Cure Notice lists the Agreement as an executory contract that may be assumed and assigned, and it lists the cure amount as \$0.00 (the “Proposed Cure Amount”).

7. Pursuant to the Cure Notice and 11 U.S.C. § 365, Recall hereby objects to assumption due to the Proposed Cure Amount listed in the Assumption Motion.

LIMITED OBJECTION

8. Recall files this Limited Objection to preserve its right to an adequate cure payment.

9. To the extent that the Debtors seek to assume the Agreement, Recall objects to this assumption unless and until the Debtors pay the Required Cure of \$29,520.80. *See* 11 U.S.C. § 365(b)(1). The Required Cure reflects the defaulted amounts GMAC Mortgage LLC owes Recall under the Agreement.

10. For the reasons stated above, to the extent the Debtors seek to assume the Agreement, Recall objects unless the Required Cure is paid.

Dated: New York, New York
September 28, 2012

ALSTON & BIRD LLP

/s/ John W. Spears
John W. Spears
90 Park Avenue
New York, New York 10016
T: 212-210-9400
F: 212-210-9444
john.spears@alston.com

- and -

Suzanne N. Boyd
1201 West Peachtree Street
Atlanta, GA 30309
T: 404-881-7000
F: 404-881-7777
suzanne.boyd@alston.com

*Counsel to Recall Secure Destruction
Services, Inc.*